

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re
DELPHI CORPORATION, et al.,
Debtors.

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

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**L&W ENGINEERING CO.'S RESPONSE TO
DEBTORS' SEVENTEENTH OMNIBUS OBJECTION**

L&W Engineering Co. ("L&W"), in response to the Debtors' seventeenth omnibus objection (the "Objection") to claims, states:

1. The Debtors' Objection to L&W's claim was filed on June 15, 2007.
2. Prior to the filing of the Objection, the parties were negotiating the amount in which L&W's claim should be allowed, but had not yet reached a resolution.
3. Subsequently, the Debtors, L&W and APS Capital Corp. ("APS") (the purchaser or L&W's claim), agreed on the terms of a settlement agreement which includes, but is not limited to, the amount of L&W's claim (the "Agreement").
4. The Agreement remains subject to final execution, however, the parties have agreed to all the terms of the Agreement.
5. Because the terms of the Agreement are subject to a strict confidentiality provision, L&W is not enclosing a copy of the Agreement with this response. However, it is L&W's understanding that the Debtors will seek this Court's approval of the settlement of L&W's claim amount.

6. L&W reserves the right to supplement this response in the event that the Agreement is not formally executed, the settlement of L&W's claim amount is not approved by the Court or the Agreement is otherwise not enforceable for any reason.

Respectfully submitted:

SCHAFFER AND WEINER, PLLC

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